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November 28, 2005

Via Hand Delivery

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street S.W.
Washington, D.C. 20554

**Re: CC Docket 00-257
Section 64.1120(e) Notification
D&E Systems, Inc. and CEI Networks, Inc.**

Dear Ms. Dortch:

Pursuant to Section 64.1120(e) of the Commission's rules, D&E Systems, Inc. ("DESI") hereby notifies the Commission that it intends to acquire the customer base of CEI Networks, Inc. ("CEINI"). Pursuant to the requirements of Section 64.1120(e), the following information is provided:

- a. Name of Parties to the Transaction: DESI and CEINI are both wholly owned subsidiaries of D&E Communications, Inc. ("DEC"). CEINI and DESI have entered into an Agreement and Plan of Merger whereby subject to the required regulatory approvals, CEINI will be merged into DESI. At that time, CEINI will cease to exist, and DESI will continue to be a wholly-owned subsidiary of DEC.
- b. Types of Telecommunications Services Provided to the Affected Subscribers: DESI will provide local exchange, intraLATA toll, and interexchange telecommunications services to the affected subscribers.
- c. Date of the Transfer: The transfer of CEINI customers to DESI is scheduled to be effective on January 1, 2006.
- d. Certification of Compliance: DESI's certification of compliance with all of the procedures of Section 64.1120(e), with the obligations specified in the notice to subscribers, and with other statutory and other Commission requirements that apply to the streamlined transfer process, is appended hereto.

FLETCHER, HEALD & HILDRETH, P.L.C.

Marlene H. Dortch
November 28, 2005
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- e. Copy of Notice Sent to Affected Subscribers: The text of the notice DESI has and will be sending to affected subscribers, in compliance with the Commission's rules, is appended hereto.

If you have any questions regarding this matter, please contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul J. Feldman". The signature is fluid and cursive, with the first name "Paul" being more prominent.

Paul J. Feldman
Counsel for D&E Systems, Inc.
and CEI Networks, Inc.

cc: Mr. Albert H. Kramer
Mr. Len Beurer
Ms. Nancy Stevenson
Mr. David Marks

CERTIFICATION

I hereby certify that D&E Systems, Inc. is in compliance with all of the procedures of Section 64.1120(e) with the obligations specified in the attached notice to subscribers, and with other statutory and other Commission requirements that apply to the streamlined process for transfer of the subscriber base acquired from another carrier.

I certify that the statements herein are true, complete and correct, to the best of my knowledge and belief.

A handwritten signature in cursive script, reading "Albert H. Kramer", followed by a horizontal line.

Albert H. Kramer,
Sr. Vice President, D&E Systems, Inc.

TEXT OF NOTICE TO SUBSCRIBERS

D&E Communications has filed an application with the Pennsylvania Public Utility Commission to merge its two competitive local exchange companies, D&E Systems, Inc. and CEI Networks, Inc. The application was filed September 29, 2005 and has a proposed effective date of January 1, 2006. The merger of CEI into D&E Systems ("D&E") will not affect or disrupt your current service, and you will be able to keep your existing telephone number(s). Terms and conditions of your service will remain the same following the merger. Customers with rates under contract will not be affected by this filing. Existing rates for customers under tariff will not be changed as a result of the merger, for 6 months after the approval of the merged tariff. D&E will provide you with written notice prior to implementing any changes to your rates or terms and conditions of service.

The proposed tariff for the merged companies will be available for viewing on our website: www.decommunications.com, effective November 8, 2005. If you don't have access to the Internet, hard copies of the proposed tariff will be available for viewing at our business office locations. If you have any complaints about service, including complaints for matters prior to January 1, 2006, they will be handled by D&E. Although we are confident that you will be very pleased with our continued service, you have the right to select a different carrier for service. If you have any questions, please contact our business office at the number on the first page of your bill.

CERTIFICATE OF SERVICE

I, Michelle Brown Johnson, a secretary in the law firm of Fletcher, Heald & Hildreth, do hereby certify that a true copy of the foregoing document was sent this 28th day of November, 2005, by e-mail and/or by hand-delivery to the following:

David Marks*
Consumer and Governmental Affairs Bureau
Federal Communications Commission
The Portals II
445 12th Street, S.W.
Washington, DC 20554

Nancy Stevenson*
Consumer and Governmental Affairs Bureau
Federal Communications Commission
The Portals II
445 12th Street, S.W.
Washington, DC 20554

Qualex International**
The Portals II
445 12th Street, S.W.
Room CY-B402
Washington, DC 20554


Michelle Brown Johnson

* via electronic mail

** via hand-delivery